

SLOVER & LOFTUS

ATTORNEYS AT LAW

**1224 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036-3003**

**WILLIAM L. SLOVER
C. MICHAEL LOFTUS
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PETER A. PFOHL
DANIEL M. JAFFE
STEPHANIE M. PISANELLI
JOSHUA M. HOFFMAN**

**OF COUNSEL
DONALD G. AVERY**

**TELEPHONE:
(202) 347-7170**

**FAX:
(202) 347-3619**

**WRITER'S E-MAIL:
abk@sloverandloftus.com**

November 29, 2007

BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

RECORDATION NO. 16503 ^{GG} _{FILED}

NOV 29 '07 -2 3 0 PM

SURFACE TRANSPORTATION BOARD

Re: Recordation Pursuant to 49 U.S.C. § 11301

Dear Secretary Williams:

Enclosed for recordation pursuant to 49 U.S.C. § 11301 and the Board's regulations at 49 C.F.R. § 1177 are two executed originals of a Partial Deed of Release, dated as of November 28, 2007, a secondary document as defined under 49 C.F.R. § 1177.1(b).

The primary document to which this secondary document relates was recorded under Recordation Number 16503.

The names and addresses of the parties to the enclosed document are:

Trustees:

The Bank of New York Trust Company, N.A.
2 N. LaSalle Street, Ste 1020
Chicago, IL 60602

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UMB Bank and Trust, N.A.
2 South Broadway, Suite 435
St. Louis, MO 63102

Debtor:

The Empire District Electric Company
602 Joplin Street
Joplin, MO 64802

A description of the railroad equipment covered by the enclosed document is as follows:

One hundred and twenty-five (125) Bethgon gondola-type railcars bearing identification marks of EDEX 89-001, EDEX 89-002, and EDEX 89-100 through EDEX 89-222.

A short summary of the document to appear in the index is:

Release of security interest as to one hundred and twenty-five Bethgon gondola-type railcars bearing identification marks of EDEX 89-001, EDEX 89-002, and EDEX 89-100 through EDEX 89-222.

We request that you charge our STB account in the amount of the requisite filing fee. The bearer of this letter will provide that account number to you. Please accept for recordation one executed original of the Partial Deed of Release, stamp the other executed original with your recordation number, and return that document to the bearer of this letter along with your fee receipt addressed to the undersigned.

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Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink, reading "Andrew B. Kolesar III". The signature is written in a cursive style with a prominent "A" and "K".

Andrew B. Kolesar III
An Attorney for The Empire District
Electric Company

Enclosures

PARTIAL DEED OF RELEASE

WHEREAS, The Empire District Electric Company, a corporation organized and existing under the laws of the State of Kansas, by a certain Indenture of Mortgage and Deed of trust, dated the first day of September, 1944, and as supplemented by Indentures dated as of, June 1, 1946, January 1, 1948, December 1, 1950, December 1, 1954, June 1, 1957, February 1, 1968, April 1, 1969, May 1, 1970, July 1, 1976, November 1, 1977, August 1, 1978, December 1, 1978, November 1, 1979, September 15, 1983, October 1, 1988, November 1, 1989, December 1, 1990, July 1, 1992, May 1, 1993, June 1, 1993, October 1, 1993, November 1, 1993, November 1, 1993, March 1, 1994, November 1, 1994, April 1, 1995, June 1, 1995, December 1, 1996, April 1, 1998, July 1, 1999, and March 26, 2007 (collectively, the "Indenture"), recorded respectively in the Recorder's Office in and for Jasper County, Missouri, in Book 504, Page 1-333; Book 504, Page 337-378; Book 578, Page 89-108; Book 670, Page 551-590; Book 787, Page 277-300; Book 860, Page 463-486; Book 1108, Page 50-77; Book 1130, Page 727-760; Book 1143, Page 2218-2247; Book 1191, Page 2178-2211; Book 1206, Page 225-255; Book 1214, Page 2559-2592; Book 1219, Page 714-743; Book 1229, Page 1538-1570; Book 1269, Page 1572-1584; Book 1350, Page 1392-1432; Book 1367, Page 1654-1687; Book 384, Page 1260-1289; Book 1413, Page 2027-2053; Book 1432, Page 1439-1468; Book 1433, Page 1613-1639; Book 1441, Page 1833-1856; Book 1445, Page 2031-2059; Book 1445, Page 2060-2089; Book 1452, Page 604-616; Book 1466, Page 1754-1779; Book 1476, Page 968-988; Book 1478, Page 1902-1922; Book 1518, Page 1280-1299; Book 1560, Page 1504-1524, Book 1603, Page 2003-2013 and Book 2038, Page 2124-2153, conveyed to The Bank of New York Trust Company, N.A. and UMB Bank and Trust, N.A., as Trustees, the property in said Indenture of Mortgage and Deed of Trust described, to secure to its First Mortgage Bondholders the payment of its First Mortgage Bonds issued and outstanding thereunder and in said Indenture of Mortgage and Deed of Trust fully described and set forth; and

WHEREAS, The Empire District Electric Company has conveyed the following described personal property (the "Release Property"), located in the County of Cherokee, State of Kansas, to wit:

RAILCARS

Rolling stock consisting of 125 Bethgon gondola-type cars, bearing the following identification marks: EDEX 89-001, EDEX 89-002 and EDEX 89-100 through EDEX 89-222.

WHEREAS, the Release Property is subject to the Lien of Indenture of Mortgage and Deed of Trust.

NOW, THEREFORE, in consideration of the premises and the sum of One Million Two Hundred Fifty Thousand Dollars (\$1,250,000.00) to them in hand paid, the receipt whereof is hereby acknowledged, the Trustees, do hereby severally and jointly REMISE, RELEASE AND QUITCLAIM unto The Empire District Electric Company, its successors and assigns, the Release Property.

TO HAVE AND TO HOLD the same with all the appurtenances thereto belonging, free and clear, and discharged from the encumbrances of the Indenture. Provided, however, that nothing herein shall be construed to release the Lien of the Indenture, with respect to other property subject to such Lien, said Lien being hereby preserved and reserved as to such property.

RECORDATION NO. 16503-6767 **FLUD**

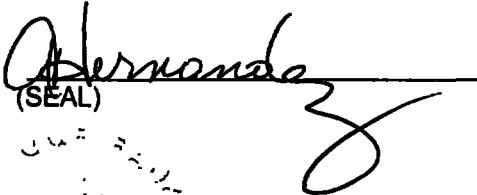
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SURFACE TRANSPORTATION BOARD

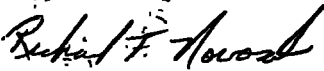
IN WITNESS WHEREOF, The Bank of New York Trust Company, N.A. and UMB Bank & Trust, N.A., have caused these presents to be signed by their respective corporate officers, and their respective corporate seals to be hereunto affixed, attested to this 28th day of November, 2007.

(SEAL)

ATTEST:

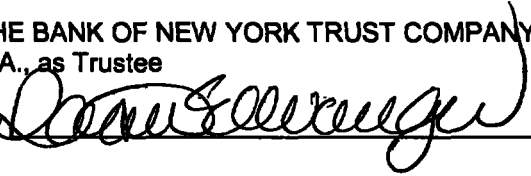

(SEAL)

ATTEST:



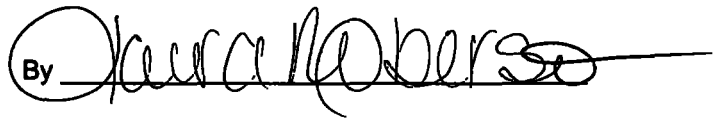
THE BANK OF NEW YORK TRUST COMPANY,
N.A., as Trustee

By



UMB BANK & TRUST, N.A., ST. LOUIS,
MISSOURI, as Trustee

By



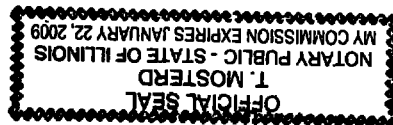
STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 28th day of November, 2007, before me a Notary Public in and for said county, came Roxane Blumauer, Assistant Vice President of The Bank of New York Trust Company, N.A., personally known to me as being the identical person whose name is affixed to the foregoing deed as Assistant Vice President of said corporation, and in behalf of said corporation acknowledged the same to be his own voluntary act and deed, and the voluntary act and deed of said corporation, and that he voluntarily affixed thereto the corporate seal of said corporation, and caused the same to be attested by a _____ of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and notarial seal the day and year last above written.

T. Mosterd
Notary Public

(SEAL)



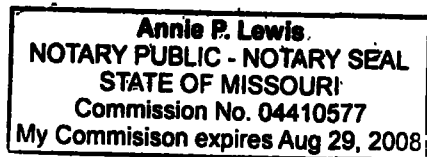
My commission expires:


1/22/09

STATE OF MISSOURI)
) ss.
CITY OF ST. LOUIS)

On this 28th day of November, 2007, before me a Notary Public in and for said city, came Laura Roberson, Vice President of UMB Bank & Trust, N.A., personally known to me as being the identical person whose name is affixed to the foregoing deed as Vice President of said corporation, and in behalf of said corporation acknowledged the same to be his own voluntary act and deed, and the voluntary act and deed of said corporation, and that he voluntarily affixed thereto the corporate seal of said corporation, and caused the same to be attested by the Richard F. Novosak of said corporation, and that said deed was so executed by order of the Board of Directors of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and notarial seal the day and year last above written.





Notary Public

(SEAL)

My commission expires: August 29, 2008